

**AMENDMENT No. 2 TO
WIRELESS INTERCONNECTION/COMPENSATION AGREEMENT
BETWEEN MIDSTATE TELEPHONE COMPANY ("MSTC") AND
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS**

This Amendment No. 2 (the "Amendment") to the existing Wireless Interconnection/Compensation Agreement between MidState Telephone Company ("MSTC") and Cellco Partnership d/b/a Verizon Wireless ("VZW") that was effective January 1, 2002 (the "Interconnection Agreement") is made and entered into as of October 1, 2004 between MSTC and VZW.

WHEREAS, MSTC and VZW (hereinafter individually referred to as a Party or collectively referred to as the "Parties") desire to amend the existing Interconnection Agreement; and

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. The following language is inserted as new Section 7.7 of the existing Interconnection Agreement:

7.7 SS7 Out of Band Signaling (CCS/SS7) shall be the signaling of choice for interconnection trunks, where it is technically feasible for both Parties. Use of a third party provider of SS7 trunks, for connecting VZW to the MSTC SS7 systems is permitted. Such connections shall meet generally accepted industry technical standards. Any monthly recurring charges for SS7 connectivity billed by MSTC to VZW shall be shared by the Parties according to the Traffic Factor in Section 5.4 above. VZW is responsible for all nonrecurring charges for SS7 connectivity.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

<p>Cellco Partnership d/b/a Verizon Wireless</p> <p>Badlands Cellular of North Dakota Limited Partnership d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent</p> <p>Bismarck MSA Limited Partnership d/b/a Verizon Wireless By Cellular Inc. Network Corporation, Its General Partner</p> <p>North Central RSA 2 of North Dakota L.P. d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent</p> <p>North Dakota RSA No. 3 Limited Partnership d/b/a Verizon Wireless By AirTouch North Dakota, LLC, Its General Partner</p> <p>North Dakota 5-Kidder Limited Partnership d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent</p> <p>Northwest Dakota Cellular of North Dakota L.P. d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent</p> <p>Verizon Wireless (VAW) LLC d/b/a Verizon Wireless</p> <p>By: _____</p> <p>Printed: <u>Howard H. Bower</u></p> <p>Title: <u>Area Vice President Network - Midwest Area</u></p> <p>Date: _____</p>	<p>MidState Telephone Company</p> <p>By: _____</p> <p>Printed: _____</p> <p>Title: _____</p> <p>Date: _____</p>
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